

REQUEST FOR QUALIFICATIONS

April 21, 2009

A. ISSUING OFFICES:

Department of Attorney General
150 South Main Street
Providence, RI 02903
Telephone: (401) 274-4400
Facsimile: (401) 222-2995

B. PURPOSE:

The Rhode Island Department of Attorney General (sometimes "Attorney General") seeks proposals for consultation concerning business management, financial and due diligence issues related to the proposed hospital conversion between Roger Williams Hospital, Roger Williams Medical Center and their controlled affiliates (collectively referred to as "RWMC") and St. Joseph Health Services of Rhode Island and its controlled affiliates ("SJHSRI"), in connection with the Attorney General's review of the same, pursuant to the Hospital Conversions Act, R.I. Gen. Laws §§ 23-17.14-1 through 33. RWMC is a secular non-profit organization organized under Rhode Island law. SJHSRI is a non-profit organization organized under Rhode Island law and a Catholic health care provider. RWMC and SJHSRI executed a Master Affiliation Agreement on May 12, 2008, whereby RWMC and SJHSRI will join together to form a new healthcare system under a secular parent company while still retaining the individual Catholic and secular identities of their facilities (hereafter "proposed transaction"). On February 4, 2009, RWMC and SJHSRI submitted their Initial Application to the Rhode Island Attorney General and RI Department of Health.

C. SCOPE OF WORK:

Contractor(s) shall analyze the proposed transaction and prepare an initial and a final report that addresses the following: due diligence of the parties to the proposed transaction, including review of financial documents, along with any business and/or strategic planning of the parties to the proposed transaction; fair consideration and value for any management contracts made part of the proposed transaction; the financial aspects of the proposed transaction; effects of the transaction on the charitable purpose of the current institutions in delivering health care services in Rhode Island post transaction, assisting the Attorney General in conducting interviews under oath of individuals possessing information needed to prepare the required reports and assist the Attorney General in his final decision, as well as assisting the Attorney General with any other area the Attorney General requests the Contractor(s) to review. Contractor(s) will have access to all of the books and records of RWMC and SJHSRI obtained by the Attorney General. The Contractor(s) shall prepare or provide document retrieval and litigation support to this office, including, but not limited to, scanning or otherwise storing

documents electronically. Contractor(s) will also have access to employees of RWMC and SJHSRI. The report must be submitted to the Attorney General within 45 calendar days from the date on which a contract is fully executed by all parties.

D. MINIMUM QUALIFICATIONS OF CONTRACTOR(S):

To be eligible to provide the services for this contract, the Contractor(s) must demonstrate specialized expertise and experience in the issues and areas described in Section C herein. Preference will be given for experience in health care enterprises that are comparable in type and circumstance to those described in this RFQ. In addition, the Contractor(s) and/or any assigned personnel or subcontractor(s) must not have a current or prior relationship with RWMC, SJHSRI, their parents, affiliates or subsidiaries that could give rise to a conflict of interest in the performance of this contract.

E. PROPOSAL REQUIREMENTS:

The proposal must include the following:

1. A detailed description of the approach that the Contractor(s) would take in performing the contract and the rationale for the proposed approach.
2. A detailed listing of relevant experience that the Contractor(s) has had in performing similar projects within the last five years, including the purpose of the project, the project dates, the names of the clients, whether live testimony was given and whether such testimony was subject to cross-examination. For those previous projects that are most relevant to this RFP, please provide the name and phone number of a contact person who can provide recommendation(s).
3. A description of the database, if any, that is maintained by the Contractor(s) and how such database may be utilized in the performance of this contract.
4. The professional qualifications and experience of the personnel to be assigned to the contract, including any subcontractor(s). Such personnel's experience on similar projects should be identified, providing the same categories of information requested in paragraph 2 of this section.
5. Identification of any subcontractor(s) proposed to provide services for this contract, including a description of the specific services to be provided and setting forth with respect to each subcontractor(s) the same categories of information requested in paragraphs 2, 3, and 4 of this section.
6. A statement describing all current or prior relationships between the Contractor(s), or any of the assigned personnel and/ or subcontractor(s), and RWMC, SJHSRI, and their parents,

subsidiaries and affiliates. If no such relationships exist, a declaration to that effect must be made.

7. An indication of the role that the Contractor(s) would be qualified to perform if the matter requires litigation (e.g., such as being an expert witness to assist the Attorney General in an action arising from this transaction).

8. Certification as to whether or not the Contractor(s) or the proposed subcontractor(s) or consultant(s) are the subject of any pending or concluded governmental investigation or disciplinary matter(s).

9. A detailed fee proposal including hourly rates, expenses and the maximum total cost (not to be exceeded in any event for the completion of the contract as proposed). The detailed fee proposal shall separate the cost for analysis and preparation of the requested reports from litigation support. The detailed fee proposal shall contain an official offer to undertake the contract at the cost quoted, including the dates during which the offer remains valid.

One original and three copies of the written proposals must be submitted to:

Rhode Island Department of Attorney General
Office of the Health Care Advocate
150 South Main Street
Providence, RI 02903

Because the project is time sensitive, **all proposals must be received no later than 5 p.m., May 1, 2009**, and must contain the binding signature of an authorized official of the Contractor(s). Proposals received after the time and date specified will not be considered. All proposals become the property of the Attorney General and will not be returned. **THIS IS NOT AN OFFER.** The Attorney General has no obligation to select a Contractor(s), and may reject any and all proposals, in his sole discretion. If you have any questions, please contact Maureen G. Glynn, Assistant Attorney General and Health Care Advocate at (401) 274-4400, Extension 2301, or mglynn@riag.ri.gov.